

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** : **Chapter 11**  
: **Case No. 08-13555 (JMP)**  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **Jointly Administered**  
:   
**Debtors.** :   
-----X

**In re:** : **SIPA Proceeding**  
: **Case No. 08-01420 (JMP)**  
**LEHMAN BROTHERS INC.,** :   
:   
**Debtor.** :   
-----X

**ORDER DENYING MOTION FOR AN ORDER, PURSUANT TO  
FED. R. CIV. P. 60 AND FED. R. BANKR. P. 9024, MODIFYING THE  
SEPTEMBER 20, 2008 SALE ORDER AND GRANTING OTHER RELIEF**

Upon consideration of (i) the Motion For An Order, Pursuant To Fed. R. Civ. P. 60 And Fed. R. Bankr. P. 9024, Modifying The September 20, 2008 Sale Order And Granting Other Relief (the “LBHI Rule 60(b) Motion”) (Ch. 11 Docket No. 5148, SIPA Docket No. 1702), (ii) the Motion of Barclays’ Capital Inc. (“Barclays”) To Enforce The Sale Order And Secure Delivery Of All Undelivered Assets, dated January 29, 2010 (the “Barclays Enforcement Motion”) (Ch. 11 Docket No. 6814, SIPA Docket No., 2581), (iii) the extensive record of briefing, declarations, and exhibits submitted by the Official Committee of Unsecured Creditors (the “Committee”), Barclays, Lehman Brothers Holdings, Inc. (“LBHI”) and the SIPA Trustee for Lehman Brothers Inc. (the “Trustee,” and together with LBHI, the Committee, and Barclays, the “Parties”), (iv) the Adversary Complaint filed in Adversary Proceeding No. 09-01731, (v) and the oral arguments with respect to, among other things, the LBHI Rule 60(b) Motion, heard by the Court on April 9, 2010 and October 21, 2010, (vi) the testimony presented at, and the documents received and admitted into evidence by the Parties during the evidentiary hearing held by the Court commencing on April 26, 2010 and concluding on or about October 18, 2010,

(vii) the Court's Opinion On Motions Seeking Modification Of The Sale Order Pursuant To Rule 60(B), The Trustee's Motion For Relief Under The SIPA Sale Order, Barclays' Cross-Motion To Enforce The Sale Orders And Adjudication Of Related Adversary Proceedings, dated February 22, 2011 (Ch. 11 Docket No. 14612, SIPA Docket No. 4105 (the "Memorandum Opinion"), and (viii) all prior pleadings, filings, oral arguments, submissions and Court rulings in relation to the LBHI Rule 60(b) Motion; and this Court having jurisdiction to consider the LBHI Rule 60(b) Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the LBHI Rule 60(b) Motion and the relief requested therein being core proceedings pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 157(a), 1408, and 1409; and for the reasons set forth in its Memorandum Decision, it is hereby

ORDERED that for the reasons set forth in the Memorandum Opinion, the LBHI Rule 60(b) Motion is denied.

Dated: July 15, 2011  
New York, New York

/s James M. Peck  
HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE